

# **BYLAWS of the Los Angeles Chapter of the International Council on Systems Engineering**

Revision 2.1

## **BYLAW I - ACTIVITIES**

BYLAW I, SECTION 1. The CHAPTER encourages member participation in committees, working groups, and forums formed to identify and resolve systems engineering issues of local and national interest.

BYLAW I, SECTION 2. The CHAPTER encourages conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.

BYLAW I, SECTION 3. The CHAPTER provides its members with a membership listing and will initiate newsletters, bulletins, technical journals, and electronic bulletin boards, when feasible, to improve the dissemination of the systems engineering knowledge base.

BYLAW I, SECTION 4. The CHAPTER encourages coordination, working relationships, research partnerships, accreditation efforts and other appropriate activities with the local universities.

## **BYLAW II - MEMBERSHIP**

BYLAW II, SECTION 1. The CHAPTER is open to individuals, institutions, and organizations which share a common commitment to the enhancement of systems engineering practice and knowledge. Applications for all membership classes are reviewed for eligibility by the Membership Committee and provided to the Board for election to membership by majority vote of the Board. CHAPTER membership is conditional upon acceptance as an INCOSE member. Membership in the CHAPTER is effective the date of receipt of the INCOSE established dues or the date of Board approval, whichever occurs later.

BYLAW II, SECTION 2. Individual and student membership dues provide membership to both INCOSE and CHAPTER.

BYLAW II, SECTION 3. Membership in the CHAPTER and the obligation for dues continue from year to year, unless the member's resignation, signed by the member, is received by the CHAPTER Membership chairperson, prior to the end of the membership year for which dues have been paid. Each member's membership year begins with the month the dues are paid to INCOSE. Any member not in arrears for dues is considered to be in good standing. Any member in arrears for dues for three months shall cease to be a member of the CHAPTER.

BYLAW II, SECTION 4. A member whose resignation was received or who has been dropped from INCOSE or the CHAPTER due to non-payment of dues may be reinstated as an active member by the Board upon the member's request for reinstatement and payment of the dues for one year.

BYLAW II, SECTION 5. Involuntary separation of a member from the CHAPTER for reasons other than non-payment of dues requires an affirmative two-third vote by the CHAPTER members present and voting at a CHAPTER meeting. Notice of such a vote must be provided in writing to the Board and the CHAPTER membership at least thirty days prior to the meeting.

## **BYLAW III - CHAPTER MEETINGS**

BYLAW III, SECTION 1. Business meetings of the CHAPTER shall be quarterly as a minimum. The dates of these meetings and scheduling of any special meetings shall be the responsibility of the Board.

BYLAW III, SECTION 2. All questions coming before the CHAPTER shall be decided by a majority of the votes cast, except as otherwise provided in the CHAPTER Constitution and Bylaws. For any vote of the CHAPTER members, a valid quorum shall be 10% of the eligible individual membership.

BYLAW III, SECTION 3. Unless otherwise specified in this Constitution and Bylaws, vocal or "show-of-hands" voting shall be used in meetings. Paper or internet ballots shall be used when voting to amend the Constitution and Bylaws, when voting for Officers and Directors At-large, and when recommended by the Board in voting on CHAPTER matters.

BYLAW III, SECTION 4. Each individual member in good standing may participate in the discussions or proceedings of any of the regular, annual, or special CHAPTER meetings, and may vote on all questions and in all elections in such meetings.

BYLAW III, SECTION 5. Each individual member in good standing, present at any of the regular, annual or special CHAPTER meetings shall be entitled to one vote on all questions submitted to the membership.

BYLAW III, SECTION 6. Robert's Rules of Order, where applicable, shall determine the conduct of business in all meetings of the CHAPTER, its governing body and committees, except when inconsistent with the CHAPTER Constitution and Bylaws.

BYLAW III, SECTION 7. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board individually or collectively consent in writing (electronic and otherwise) to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

#### **BYLAW IV - BOARD OF DIRECTORS**

BYLAW IV, SECTION 1. General policies of the CHAPTER shall be controlled by the Board through its powers to initiate changes in the CHAPTER Constitution and Bylaws, to establish budget policies, and to review the reports of the committees.

BYLAW IV, SECTION 2. All meetings of the Board shall be conducted according to Robert's Rules of Order, Revised, except where there is a conflict with the CHAPTER Constitution and Bylaws.

BYLAW IV, SECTION 3. At meetings of the Board a quorum shall consist of a simple majority of the total Board. The President (Vice President in the absence of the President or Immediate Past President in the absence of both the President and the Vice President) must be presiding at Board meetings at which a quorum is required.

BYLAW IV, SECTION 4. The determination of operating policies and the control of the affairs, property and funds of the CHAPTER shall be vested in the Board, except as otherwise provided by the CHAPTER Constitution and Bylaws.

#### **BYLAW V - NOMINATIONS AND ELECTIONS**

BYLAW V, SECTION 1. Nominations for Officers and Directors and the election process is the responsibility of the Nominations and Elections Committee. If the Immediate Past President position is vacant, the Nominations and Elections Committee chairperson shall

be selected by the Board. The Nominations and Elections Committee members shall be recommended by the committee chairperson and approved by the Board at least ninety (90) days prior to the election.

BYLAW V, SECTION 2. The Nominations and Elections Committee shall prepare and validate a slate of candidates for open offices. The slate shall be presented to the membership at least thirty (30) days prior to the election deadline. The slate of candidates will include all Officers except the Immediate Past President, whose position is filled automatically. At-large Directors shall be elected to specific committee chairs, with three At-large Directors elected each year. No candidate may be presented for more than one office.

BYLAW V, SECTION 3. The Officers (except Immediate Past President) and At-large Directors shall be elected by receiving the largest number of the votes cast by the CHAPTER individual members during the balloting period. When a new President is installed, the President being replaced becomes the Immediate Past President. He/she remains Immediate Past President until replaced by the newly installed President.

BYLAW V, SECTION 4. Newly elected officers and directors will be introduced and installed at the first meeting of the CHAPTER calendar year for which the officers were elected.

BYLAW V, SECTION 5. Officer or Director vacancies will be filled by the President, with approval of the Board, to serve out the remaining term of office. Immediate Past President vacancies shall not be filled.

BYLAW V, SECTION 6. Officers initially elected shall serve until the end of the first CHAPTER calendar year. Two At-large Directors (chairing the Communications and Systems Engineering Development Committees) initially elected shall serve until the end of the first CHAPTER calendar year. The remaining At-large Directors (chairing the Programs, Membership, and Ways and Means Committees) initially elected shall serve until the end of the second CHAPTER calendar year.

## **BYLAW VI - FINANCES**

BYLAW VI, SECTION 1. The Los Angeles Chapter of the International Council on Systems Engineering (INCOSE) shall operate as a local chapter of INCOSE under IRS regulation Section 501(c). The Los Angeles Chapter shall abide by INCOSE's Articles of Incorporation, Constitution & Bylaws and written Operating Procedures, as they pertain to INCOSE's local chapters.

BYLAW VI, SECTION 2. The Board is responsible for ensuring adherence to the annual budget. The annual budget shall be prepared by the Treasurer and reviewed by the Board. The proposed annual budget shall be presented to the CHAPTER for approval at least thirty days before the beginning of the fiscal year.

BYLAW VI, SECTION 3. The Treasurer is authorized and empowered on behalf of the CHAPTER to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, re-invest, and manage the same and to apply said property and the income arising therefrom to the objective of the CHAPTER. The Treasurer shall also have the power to allocate available funds for the purposes of carrying out the objectives of the CHAPTER. Security of all income to the CHAPTER shall be the responsibility of the Treasurer. Preparation of the CHAPTER annual budget shall be the responsibility of the Treasurer.

BYLAW VI, SECTION 4. All instruments of the payment of money in an amount of less than or equal to one thousand dollars (\$1000.00) by the CHAPTER shall be drawn in the name of the CHAPTER and signed by the Treasurer. All instruments of the payment of money in excess of one thousand dollars (\$1000.00) by the CHAPTER shall be drawn in the name of

the CHAPTER, signed by the Treasurer, and counter-signed by the President, Vice President, Secretary, or the immediate Past President of the CHAPTER.

BYLAW VI, SECTION 5. All instruments of payment drawn in the name of the CHAPTER and signed by the Treasurer will be audited by an independent member of the chapter each year. The independent member will be appointed by the Board of Directors.

#### **BYLAW VII - AMENDMENTS TO THE BYLAWS**

These Bylaws may be modified, altered, or amended at any meeting of the CHAPTER, by the affirmative vote of two-thirds of the members present and voting, but not at any special meeting, unless notice of such intention has been included in the notice of such special meeting. Amendments must be provided in writing to the Ways and Means Committee, to the Board, and to all other members of the CHAPTER at least thirty days prior to the meeting at which a vote is to be taken upon the amendment.

Last Updated ( 31 July 2015 )